

Nest Corporation Employers' Panel

Terms of Reference



1. Statutory Obligations

The Employers' Panel is a Panel set up by the Nest Corporation ('Corporation'), to which it shall regularly report. It is set up under the Pensions Act 2008, the Nest Order 2010 (as amended) and the Nest Rules to ensure a voice for participating employers of Nest.

2. Role and Purpose

The primary role of the Employers' Panel is to:

- Provide an advisory role to Nest Corporation on the operation, development or amendment of the scheme and represent the views of Nest's employers, intermediaries and connectors in doing so, and;
- Provide an independent annual assessment of how Nest is serving its existing and potential employers, including intermediaries and connectors.

3. Functions

The functions of the Panel will be to:

- 3.1 Provide advice and comment as required on matters brought to the Panel by Nest on the operation, development or amendment of the scheme by e.g., considering Nest's strategy, priorities and forward look; and through reviewing and questioning the corporate and complaints dashboards at each meeting;
- 3.2 Seek to identify issues connected to the operation, development or amendment of the scheme affecting Nest's current and potential employers, both collectively as a Panel and individually as employers, with particular reference to the areas where they have particular knowledge or expertise, and where appropriate communicate them to the Board and/or external audiences via the key messages to the Corporation, formal consultations or the annual report;
- 3.3 Be consulted on any changes to the Statement of Investment Principles;
- 3.4 Be consulted on any changes to the Nest Rules proposed by Nest and be consulted before Nest provides its consent to any changes to the Nest Order, as proposed by the Secretary of State for Work and Pensions;
- 3.5 Offer comment, as appropriate, on consultations and research undertaken by Nest, and;
- 3.6 Prepare an independent annual report, in each financial year, of the Panel's activities on the extent to which the Board has taken into account the views of employers of the Scheme and the views of

the Employers' Panel, when the Board makes decisions about the operation, development or amendment of the Scheme. The report will be submitted to the Nest Board, and;

- 3.7 Adhere to the principles set out in the Memorandum of Understanding between the Panel Chairs, and the Chair and CEO of Nest. A copy of the Memorandum of Understanding will be issued to all Panel members on appointment and whenever it is amended or updated.

4. Membership, Quorum, Attendance, Procedures

- 4.1 The Panel and the Chair will be appointed (reappointed) by the Nominations and Remuneration Committee and shall consist of up to twelve Members at any time (some of which should be participating employers of the Nest pension scheme).
- 4.2 The Panel will meet quarterly. Apologies for absence shall be given in advance to the Secretariat. Individuals who are unable to attend are invited to raise any points with the Chair in advance of the meeting.
- 4.3 The quorum for a meeting is **four** Panel Members, including the Chair. In the absence of the Chair the remaining members shall elect one of their number to chair the meeting.
- 4.4 The Corporate Secretary or his/her nominee shall act as Secretary to the Panel and will ensure that the Panel receives information and papers in a timely manner to enable full and proper consideration to be given to the issues, and will confirm the timings and location. A formal minute will be taken of all Panel meetings, including the names of those present and in attendance. Once approved by the Chair of the Panel, the minutes of each Panel meeting will be circulated to Panel Members. Service standards for the Panel will be the same as other Nest Committees as set out in the Panels Handbook.
- 4.5 The key messages from each meeting will be submitted directly to Nest Corporation for noting by the Accountable Executive who will report back to the Panel on any outcome from that reporting. At the request of the Nest Board, the Panel Chair or a Panel Member may be called to give a report to the Nest Board.
- 4.6 Where the Panel identifies areas for discussion these should be raised with the Panel Chair in the first instance and then the Corporate Secretary and Accountable Executive of the Panels; and progression to the Nest Board if dissatisfied with the action taken.
- 4.7 Board Members can propose items for inclusion on a Panel meeting agenda, this will be discussed and agreed with the Panel Chair.
- 4.8 A Panel Member may call for a vote. Where necessary, voting will be by a show of hands and in any equality of voting the Chair of each meeting shall have the casting vote. A full record of voting will be included in the Minutes of that meeting.
- 4.9 The Panel will determine whether a potential conflict of interest raised by a Panel Member precludes that Panel Member from participating in a discussion on a particular topic. The Panel must resolve unanimously that a conflict may be disregarded. Conflicts will be documented and reviewed regularly.
- 4.10 The Panel should at least annually, discuss its own effectiveness and review its terms of reference and recommend any changes to the Nominations and Remuneration Committee for approval.
- 4.11 The Panel Chair will attend a Four Way meeting, at least once a year, with the Chair of Nest Corporation, the Chief Executive Officer and Chair of the Panels.

Version:	Recommended by:	Approved by:	Effective from:
V1	Executive	Nominations and Governance Committee	04/04/2013
V2	Corporate Secretariat	Nominations and Remuneration Committee	10/02/2022
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